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UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA

IRA for the Benefit of KARL GRAULICH,  
 derivatively on behalf of ZYNGA INC.,

Plaintiff,

v.

MARK PINCUS, JOHN SCHAPPERT,  
 WILLIAM GORDON, REID HOFFMAN,  
 JEFFREY KATZENBERG, STANLEY J.  
 MERESMAN, SUNIL PAUL, OWEN VAN  
 NATTA, MARK VRANESH, DAVID M.  
 WEHNER, REGINALD D. DAVIS, and CADIR  
 B. LEE,

Defendants,

and

ZYNGA INC.,

Nominal Defendant.

*[Caption continues on following page.]*

Case No. 12-CV-4327-JSW

**STIPULATION AND ~~PROPOSED~~  
 ORDER CONSOLIDATING  
 RELATED SHAREHOLDER  
 DERIVATIVE ACTIONS AND  
 DEFERRING DEFENDANTS'  
 DEADLINES TO RESPOND**

Judge: Hon. Jeffrey S. White

Complaint Filed: Aug 16, 2012

Trial Date: None Set

MARC ALBIN, derivatively on behalf of  
ZYNGA INC.,

Plaintiff,

v.

MARK PINCUS, CADIR LEE, REID  
HOFFMAN, OWEN VAN NATTA, DAVID M.  
WEHNER, MARK VRANESH, JOHN  
SCHAPPERT, REGINALD D. DAVIS,  
WILLIAM GORDON, JEFFREY  
KATZENBERG, STANLEY J. MERESMAN,  
SUNIL PAUL, and JEFF KARP,

Defendants,

and

ZYNGA INC., a Delaware corporation,

Nominal Defendant

Case No. 12-CV-4330-JSW

**RELATED CASE**

Judge: Hon. Jeffrey S. White  
Complaint Filed: Aug. 16, 2012  
Trial Date: None Set

STACEY BARRON, derivatively on Behalf of  
ZYNGA INC.,

Plaintiff,

-against-

MARK PINCUS, DAVID M. WEHNER, MARK  
VRANESH, CADIR LEE, REGINALD D.  
DAVIS, JEFF KARP, WILLIAM GORDON,  
OWEN VAN NATTA, JEFFREY  
KATZENBERG, STANLEY J. MERESMAN,  
SUNIL PAUL, and JOHN SCHAPPERT,

Defendants.

-and-

ZYNGA INC.,

Nominal Defendant.

Case No. 12-CV-4547-JSW

**RELATED CASE**

Judge: Hon. Jeffrey S. White  
Complaint Filed: Aug. 30, 2012  
Trial Date: None Set

JEANNA WEBER, derivatively on Behalf of  
ZYNGA INC.,

Plaintiff,

-against-

MARK PINCUS, WILLIAM GORDON, REID  
HOFFMAN, JEFFREY KATZENBERG,  
STANLEY J. MERESMAN, SUNIL PAUL,  
ELLEN F. SIMINOFF, OWEN VAN NATTA,  
JOHN SCHAPPERT, MARK VRANESH,  
DAVID M. WEHNER, REGINALD D. DAVIS,  
and CADIR B. LEE,

Defendants.

-and-

ZYNGA INC.,

Nominal Defendant.

Case No. 12-CV-4684-JSW

**RELATED CASE**

Judge: Hon. Jeffrey S. White  
Complaint Filed: Sept. 7, 2012  
Trial Date: None Set

1 All parties in the above-captioned actions, through their undersigned counsel, hereby  
 2 submit this Stipulation and [Proposed] Order consolidating related shareholder derivative actions  
 3 and deferring Defendants' deadlines to respond to the complaints.

#### 4 **RECITALS**

5 A. Between August 16 and September 7, 2012, the following four shareholder  
 6 derivative actions (the "Derivative Actions") were filed in this Court alleging claims on behalf of  
 7 Zynga Inc. ("Zynga") and certain of Zynga's current and former directors, officers, and  
 8 executives.

9 1. *IRA of Graulich v. Pincus, et al.*, 12-CV-4327-JSW (filed Aug. 16, 2012)

10 2. *Albin v. Pincus, et al.*, 12-CV-4330-JSW (filed Aug. 16, 2012)

11 3. *Barron v. Pincus, et al.*, 12-CV-4547-JSW (filed Aug. 30, 2012)

12 4. *Weber v. Pincus, et al.*, 12-CV-4684-JSW (filed Sept. 7, 2012)

13 B. On November 9, 2012, the Court related the Derivative Actions to each other and  
 14 to various securities class actions. (ECF No. 34)

15 C. The parties believe that the Derivative Actions should be consolidated pursuant to  
 16 Federal Rule of Civil Procedure 42(a) because they share common questions of law and fact and  
 17 substantially the same parties, events, and claims.

18 D. The parties further believe that consolidation of the Derivative Actions would  
 19 serve the interests of judicial economy and avoid the potential for conflicting rulings.

20 E. Competing motions have been filed for the appointment of lead Plaintiff's counsel  
 21 and the Establishment of Leadership Structure for Derivative Actions. A hearing for those  
 22 competing motions has been set for February 15, 2013, pursuant to a scheduling order issued on  
 23 November 9, 2012. (ECF No. 35.)

24 **THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:**

#### 25 **I. CONSOLIDATION**

26 1. The parties agree that the following Derivative Actions should be consolidated for  
 27 all purposes, including pre-trial proceedings and trial:  
 28

<u>ABBREVIATED CASE NAME</u>	<u>CASE NUMBER</u>	<u>DATE FILED</u>
<i>IRA of Graulich v. Pincus, et al.</i>	12-CV-4327-JSW	Aug. 16, 2012
<i>Albin v. Pincus, et al.</i>	12-CV-4330-JSW	Aug. 16, 2012
<i>Barron v. Pincus, et al.</i>	12-CV-4547-JSW	Aug. 30, 2012
<i>Weber v. Pincus, et al.</i>	12-CV-4684-JSW	Sept. 7, 2012

2. Every pleading filed in the consolidated action, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

IN RE ZYNGA INC. DERIVATIVE LITIGATION	)	<b>DERIVATIVE ACTION</b>
	)	
	)	Lead Case No. 12-CV-4327-JSW
	)	Consolidated with Case No.
	)	12-CV-4330-JSW
This Document Relates To:	)	12-CV-4547-JSW
All Actions.	)	12-CV-4684-JSW
	)	
	)	
	)	
	)	
	)	
	)	

3. The files of the consolidated action shall be maintained in one file under Lead Case No. 12-CV-4327-JSW.

4. This Order shall apply to each derivative case, arising out of the same or substantially the same transactions or events as these cases, which is subsequently filed in or deemed related to the existing Related Actions.

## II. RESPONSE DEADLINE DEFERRED

5. Defendants shall have no obligation to answer or otherwise respond to any of the complaints filed in the Derivative Actions or any subsequently related action until after the Court appoints lead counsel for the consolidated the Derivative Actions.

6. Defendants will meet and confer with the court-appointed lead counsel within fourteen days after the Court makes its appointment to discuss a schedule for the filing of a consolidated amended complaint and Defendants' responses.

**IT IS SO STIPULATED.**

Dated: November 27, 2012

JORDAN ETH  
ANNA ERICKSON WHITE  
PHILIP T. BESIROF  
MARK R.S. FOSTER  
MORRISON & FOERSTER LLP

By: /s/ Anna Erickson White

ANNA ERICKSON WHITE

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DAVID M. WEHNER, JOHN SCHAPPERT,  
MARK VRANESH, REGINALD D. DAVIS,  
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STANLEY J. MERESMAN, SUNIL PAUL,  
ELLEN F. SIMINOFF, OWEN VAN  
NATTA, and Nominal Defendant ZYNGA  
INC.

ALAN R. PLUTZIK  
BRAMSON, PLUTZIK, MAHLER, &  
BIRKHAEUSER LLP

By: /s/ Alan R. Plutzik

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LAW OFFICE OF BRIAN BARRY

and

JOSEPH E. WHITE, III  
JONATHAN M. STEIN  
SAXENA WHITE P.A.

By: /s/ Brian J. Barry  
BRIAN J. BARRY  
Attorneys for Plaintiff Jeanna Weber

~~PROPOSED~~ ORDER

Pursuant to the parties' Stipulation, it is SO ORDERED.

December 3,  
Dated: November, 2012

By:   
THE HONORABLE JEFFREY S. WHITE  
United States District Judge